

BC PACIFIC CAPITAL CORPORATION

FORM 51-102F3
Material Change Report

1. Name and Address of Company

BC Pacific Capital Corporation (“BC Pacific”)
2050 - 1055 West Georgia Street
P.O. Box 11179, Royal Centre
Vancouver, British Columbia V6E 3R5

2. Date of Material Change

December 15, 2004.

3. News Release

A news release disclosing the material change was issued in Vancouver, British Columbia, on December 14, 2004.

4. Summary of Material Change

BC Pacific announced today that it has declared a special dividend of \$0.60 per Class A Subordinate Voting Share and Class B Common Share. In accordance with the participation terms of the Class AAA Preferred Shares Series 2, a dividend of \$28.00 per preferred share has also been declared.

The dividend will be payable on December 30, 2004 to shareholders of record on December 21, 2004.

5. Full Description of Material Change

BC Pacific announced today that it has declared a special dividend of \$0.60 per Class A Subordinate Voting Share and Class B Common Share. In accordance with the participation terms of the Class AAA Preferred Shares Series 2, a dividend of \$28.00 per preferred share has also been declared.

The total divided payment will be \$91,640,348 which comprises the majority of the gain realized on the Sale of the Company’s interest in Northgate Minerals Limited in late 2003.

After the payment of the dividend the Company will continue to have adequate liquidity to continue to undertake merchant banking and investment opportunities should they arise.

The dividend will be payable on December 30, 2004 to shareholders of record on December 21, 2004.

6. **Reliance on Subsection 7.1(2) or (3) of National Instrument 51-102**

Not applicable.

7. **Omitted Information**

Not applicable.

8. **Executive Officers**

For further information about this material change, contact Brian G. Kenning, Chairman and President, at (604) 669-3141.

9. **Date of Report**

DATED at Vancouver, British Columbia, this 15th day of December, 2004.

(signed) _____
Bruce M. McKay
Corporate Secretary